

Hearing Date and Time: May 9, 2006 at 10:00 a.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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SECOND SUPPLEMENTAL DECLARATION OF DARRELL KIDD
IN SUPPORT OF DELPHI'S MOTION FOR AUTHORITY TO REJECT
COLLECTIVE BARGAINING AGREEMENTS UNDER 11 U.S.C. § 1113(c) AND
MODIFY RETIREE WELFARE BENEFITS UNDER 11 U.S.C. § 1114(g)

I, Darrell Kidd, declare and state as follows:

1. I submit this second supplemental declaration in support of Delphi's Motion For Authority To Reject Collective Bargaining Agreements Under 11 U.S.C. § 1113(c) And Modify Retiree Welfare Benefits Under 11 U.S.C. § 1114(g) (the "Motion"). Capitalized terms not otherwise defined in this second supplemental declaration shall have the meanings ascribed to them in my original declaration, filed March 31, 2006 (the "March 31, 2006 Declaration").

Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge, my review of relevant documents, my opinion, my experience with and knowledge of Delphi's labor relations, or are based upon knowledge obtained from Delphi employees reporting to me in the course of their duties. If I were called upon to testify, I could and would testify to the facts set forth herein.

2. Immediately following the May 12, 2006 hearing in this matter, Delphi contacted the UAW to schedule a meeting as soon as possible to discuss the March 2006 GM Consensual Proposal.

3. In response, the UAW stated that it wanted Delphi and GM to first work together to formulate a proposal to extend the timing of the proposed wind downs of certain UAW facilities. Delphi and GM met all day on May 15, 2006, to come up with a proposal to address the UAW's concerns regarding the scheduled wind downs of these sites.

4. Delphi, GM and the UAW met the following day, on May 16, 2006, to discuss the Delphi/GM proposal regarding the schedule for the proposed wind down of the UAW sites. The UAW indicated that it found this revised proposal unsatisfactory, but made no counter-proposal.

5. Delphi and GM met several more times over the remainder of the week in an effort to formulate a revised proposal to address the UAW's concerns regarding the proposed wind down of sites. Delphi is attempting to set up another meeting with both the UAW and GM for later today to further discuss issues relating to the wind down of these sites.

6. Since the conclusion of the May 12, 2006 hearing, the UAW has not offered to discuss any of the other terms of Delphi's March 2006 GM Consensual Proposal, nor has the UAW made a comprehensive counterproposal addressed to the other terms of the GM Consensual Proposal.

7. At no time since May 12, 2006, have the UAW negotiators ever stated to me that they did not have adequate information to make a comprehensive counterproposal to the GM Consensual Proposal.

8. I personally met with the USW on May 15, 2006, to discuss issues relating to its two sites.

9. I have also had informal meetings with the IUE on two occasions since the May 12 hearing concluded to discuss issues relating to the GM Consensual Proposal.

Information Requests

10. As of today's date, Delphi's records indicate that it has responded to all of the information requests received from its unions to date except for one information request recently received from the IUE, one information request from the USW, and two information requests received from the IBEW/IAM. Delphi is attempting to respond to those outstanding requests in the next day or two.

I declare under penalty of perjury, and pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed this 23rd day of May, 2006

/s/ Darrell Kidd
DARRELL KIDD